

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11 Case No.  
LEHMAN BROTHERS HOLDINGS INC., et al., : 08-13555 (JMP)  
Debtors. : (Jointly Administered)  
-----X

**AFFIDAVIT AND DISCLOSURE STATEMENT OF KEVIN LEBLANG  
ON BEHALF OF KRAMER LEVIN NAFTALIS & FRANKEL LLP**

STATE OF NEW YORK )  
: ss:  
COUNTY OF NEW YORK )

Kevin B. Leblang, being duly sworn, upon his oath, deposes and says:

1. I am a partner of Kramer Kevin Naftalis & Frankel LLP, located at 1177 Avenue of Americas, New York, New York (the "Firm").
2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors" and, collectively with their non-debtor affiliates, "Lehman"), have requested that the Firm provide employment law related services to the Debtors, and the Firm has consented to provide such services.
3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with

these chapter 11 cases and the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates, except as follows:

- (a) The Firm represents Rutger Schimmelpenninck as Bankruptcy trustee of Lehman Brothers Treasury Co. B.V. in connection with the Debtors.
- (b) As part of its practice, the Firm routinely represents buyers and sellers of distressed debt and securities. One or more clients of the Firm may now or later purchase secured or unsecured claims against the Debtors.

None of the above mentioned representations are adverse to the estate with respect to the matter for which the Firm is to be employed.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

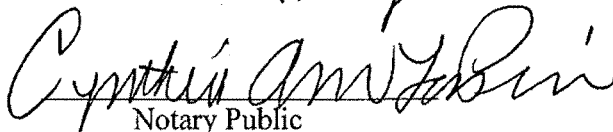
6. The Debtors owe the Firm approximately \$373,000 for prepetition services.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of

its employment, if the Firm should discover any facts bearing on the matters described herein,  
the Firm will supplement the information contained in this Affidavit.

By: 

Subscribed and sworn to before me  
this 22 day of January, 2009

  
Notary Public

CYNTHIA ANN LA PIN  
NOTARY PUBLIC, State of New York  
No. 011A4824100  
Qualified in Queens County  
Certificate Filed in New York County  
Commission Expires February 28, 2011

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Debtors.	: (Jointly Administered)
	:
	: -----X

**RETENTION QUESTIONNAIRE**

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively, the "Debtors")

**DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.**  
**RETURN IT FOR FILING BY THE DEBTORS, TO:**

Weil, Gotshal & Manges LLP  
767 Fifth Avenue  
New York, New York 10153  
Attn: Jennifer Sapp  
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Kevin B. Leblang, Esq.

Kramer Levin Naftalis & Frankel LLP

1177 Avenue of the Americas

New York, New York 10036

2. Date of retention: 1/14/09

3. Type of services provided (accounting, legal, etc.):

Legal

4. Brief description of services to be provided:

Employment law related services

5. Arrangements for compensation (hourly, contingent, etc.)

Hourly

- (a) Average hourly rate (if applicable):

Not known at this time

- (b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

Not known at this time

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: Approximately \$373,000

Date claim arose: On and after February 2008

Source of Claim: Legal fees

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: Not known at this time

Status: \_\_\_\_\_

Amount of Claim: \$ \_\_\_\_\_

Date claim arose: \_\_\_\_\_

Source of claim: \_\_\_\_\_

8. Stock of the Debtors currently held by the firm:

Kind of shares: None

No. of shares: \_\_\_\_\_

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: Not known at this time

Status: \_\_\_\_\_

Kind of shares: \_\_\_\_\_

No. of shares: \_\_\_\_\_

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

Not aware of any at this time

11. Name of individual completing this form:

Kevin B. Leblang